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LAW OFFICES

OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994-2007

(561) 287-0660

WM. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

T. T. OUGHTERSON
(1904-1983)
FAX (561) 287-0422

August 14, 1996

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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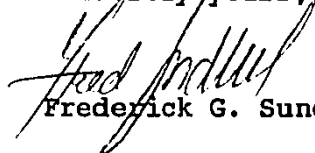
RE: Third One Corp.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,



Frederick G. Sundheim, Jr.

FGS:sn
S-518B
Encls.

BSB AUG 19
W97-19092

FILED
97 AUG 25 PM 1:47
TALLAHASSEE, FLORIDA
STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

FREDERICK G. SUNDHEIM, JR., ESQ.
310 S.W. OCEAN BLVD.
STUART, FL 34994-2007

SUBJECT: THIRD ONE CORP.
Ref. Number: W97000019092

We have received your document for **THIRD ONE CORP.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 797A00041846

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T. T. OUGHTERSON
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August 22, 1997

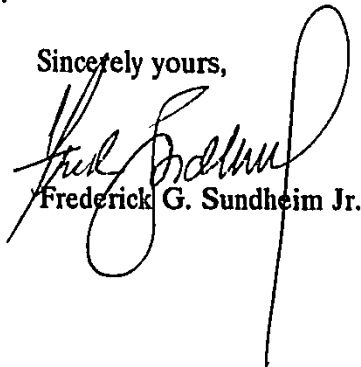
Division of Corporations
Attn: Brenda Baker
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Baker:

Enclosed are three Articles of Corporation with different names. We have no preference as to which one you use. Hopefully, one of them will be available.

I am also enclosing a Fed-Ex envelope. Please expedite this as quickly as possible. Thank you very much.

Sincerely yours,



Frederick G. Sundheim Jr.

FGS/sn
S-518B

S-518B/sn.

ARTICLES OF INCORPORATION
OF
JR FUTURE INC.

FILED
97 AUG 25 PM 1:47
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be JR FUTURE INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are transmission repairs.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of One dollars per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 2300 S. Federal Highway, Stuart, Florida 34997. The street address of the initial registered office of this corporation in the State of Florida is 2300 S. Federal Highway, Stuart, Florida. The name of the initial registered agent at such address is JOHN SANTAGATA.

ARTICLE VI. DIRECTORS

This corporation shall have 2 directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three one.

**ARTICLE VII. INCORPORATORS
INITIAL DIRECTORS**

The names and street addresses of the subscribers of these Articles of Incorporation/members of the first Board of Directors are:

Name	Address	Office
JOHN SANTAGATA	2300 S. Federal Hwy. Stuart, FL	President
GAIL SANTAGATA	2300 S. Federal Hwy. Stuart, FL	VP/Secretary

ARTICLE VIII. BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

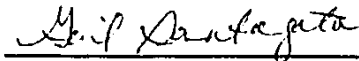
ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


STATE OF FLORIDA
COUNTY OF MARTIN



The foregoing instrument was acknowledged before me this 22
day of August, 1997, by JOHN SANTAGATA and GAIL SANTAGATA.




Notary Public

I, JOHN SANTAGATA, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.


JOHN SANTAGATA

FILED
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SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA